

Hearing Date and Time: December 4, 2018, at 11:00 a.m. (prevailing Eastern Time)
Objection Deadline: November 27, 2018, at 4:00 p.m. (prevailing Eastern Time)

Marc Kieselstein, P.C.
Jonathan S. Henes, P.C.
Cristine Pirro Schwarzman
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

James H.M. Sprayregen, P.C.
Ross M. Kwasteniet, P.C. (admitted *pro hac vice*)
Adam C. Paul, P.C. (admitted *pro hac vice*)
W. Benjamin Winger (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle Street
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Proposed Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
AEGEAN MARINE PETROLEUM NETWORK)	Case No. 18-13374 (MEW)
INC., <i>et al.</i> , ¹)	
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF SECOND DAY HEARING TO BE HELD ON
DECEMBER 4, 2018 AT 11:00 A.M. (PREVAILING EASTERN TIME)**

PLEASE TAKE NOTICE that on November 6, 2018 (the “Commencement Date”), Aegean Marine Petroleum Network, Inc. and the other above-captioned debtors and debtors in possession (collectively, “Aegean”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that the following motions will be heard on a final basis at a hearing scheduled for **December 4, 2018 at 11:00 a.m. (Prevailing**

¹ Due to the large number of Debtors in these chapter 11 cases, which are being jointly administered, a complete list of the Debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://dm.epiq11.com/aegean>. The location of Debtor Aegean Bunkering (USA) LLC’s principal place of business and the Debtors’ service address in these chapter 11 cases is 52 Vanderbilt Avenue, Suite 1405, New York, New York 10017.

Eastern Time) (the “Second Day Hearing”) before the Honorable Michael E. Wiles of the United States Bankruptcy Court for the Southern District of New York, in Court Room 617, One Bowling Green, New York, New York 10004, or at such other time as the Bankruptcy Court may determine:

1. ***Cash Management Motion.*** Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System and Maintain Existing Bank Accounts and (B) Continue to Perform Intercompany Transactions and (II) Granting Related Relief [Docket No. 4].
2. ***Hedging Motion.*** Debtors’ Motion for Entry of Interim and Final Order (I) Authorizing the Debtors to (A) Continue Prepetition Hedging Practices, (B) Commence Postpetition Hedging Practices, (C) Grant Superpriority Claims, and (D) Pay Prepetition Hedging Obligations, and (II) Granting Related Relief [Docket No. 6].
3. ***Insurance Motion.*** Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue Their Prepetition Insurance Coverage and Surety Bonds, (B) Satisfy Prepetition Obligations Related Thereto, (C) Renew, Supplement, and Enter into New Insurance Policies and Surety Bonds and Continue to Pay Brokerage Fees, and (II) Granting Related Relief [Docket No. 7].
4. ***Taxes Motion.*** Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Taxes and Fees and (II) Granting Related Relief [Docket No. 11].
5. ***Wages Motion.*** Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs and (II) Granting Related Relief [Docket No. 13].
6. ***Vendor Motion.*** Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Foreign Claims, Lien Claims, 503(b)(9) Claims, and HSE and Other Claims, (II) Confirming Administrative Expense Priority of Outstanding Purchase Orders, and (III) Granting Related Relief [Docket No. 14].
7. ***Creditor Matrix Motion.*** Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) File a Consolidated List of Creditors in Lieu of Submitting a Formatted Mailing Matrix and (B) File a Consolidated List of the 30 Largest Unsecured Creditors, (II) Authorizing the Debtors to Redact Certain Personal Identification Information, (III)

Approving the Form and Manner of Notifying Creditors of the Commencement of These Chapter 11 Cases, and (IV) Granting Related Relief [Docket No. 15].

PLEASE TAKE FURTHER NOTICE that the following motion will also be heard at the Second Day Hearing, or at such other time as the Bankruptcy Court may determine:

8. ***Utilities Motion.*** Debtors' Motion for Entry of an Order (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors' Proposed Procedures for Resolving Additional Assurance Requests, and (IV) Granting Related Relief [Docket No. 10].

PLEASE TAKE FURTHER NOTICE that copies of the motions may be obtained free of charge by visiting the website of Epiq Corporate Restructuring, LLC at <http://dm.epiq11.com/aegean> or by calling 212-225-9200. You may also obtain copies of any pleadings by visiting the Bankruptcy Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

PLEASE TAKE FURTHER NOTICE that the Second Day Hearing may be continued or adjourned thereafter from time to time without further notice other than an announcement of the adjourned date or dates at the Second Day Hearing or at a later hearing. Aegean will file an agenda before the Second Day Hearing, which may modify or supplement the Motions to be heard at the Second Day Hearing.

PLEASE TAKE FURTHER NOTICE that you need not appear at the hearing if you do not object to the relief requested in any of the Motions.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motions must comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York. Objections, if any, to the Motions must be served upon proposed counsel to Aegean **on or before November 27, 2018 at 4:00 p.m. (Prevailing**

Eastern Time). Proposed counsel to Aegean shall then cause any timely filed objections or responses to be promptly served on the following parties: (a) Aegean and its counsel; (b) the Office of the United States Trustee for the Southern District of New York; (c) entities listed as holding the 30 largest unsecured claims against the Debtors (on a consolidated basis); (d) the agents for each of the Debtors' secured credit facilities; (e) the indenture trustee for each of the Debtors' unsecured notes; (f) counsel to the ad hoc group of unsecured noteholders; (g) counsel to the Stalking Horse Bidder; (h) counsel to the agent under the Debtors' debtor-in-possession financing facility; (i) counsel to the parties (if known) referenced in clauses (c) and (d); (j) the Office of the United States Attorney for the Southern District of New York; (k) the state attorneys general for states in which the Debtors conduct business; (l) the Internal Revenue Service; (m) the Securities and Exchange Commission; (n) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; and (o) any party that has requested notice pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE that if you do not want the Bankruptcy Court to grant the relief requested in the motions and applications, or if you want the Bankruptcy Court to consider your view on the motions and applications, then you or your attorney must attend the Second Day Hearing. If you or your attorney do not take these steps, the Bankruptcy Court may decide that you do not oppose the relief sought in the motions and applications and may enter orders granting the relief requested in the motions and applications.

New York, New York
Dated: November 15, 2018

/s/ Jonathan S. Henes, P.C.

Marc Kieselstein, P.C.
Jonathan S. Henes, P.C.
Cristine Pirro Schwarzman
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL
LLP

601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

- and -

James H.M. Sprayregen, P.C.
Ross M. Kwasteniet, P.C. (admitted *pro hac vice*)
Adam C. Paul, P.C. (admitted *pro hac vice*)
W. Benjamin Winger (admitted *pro hac vice*)

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL
LLP

300 North LaSalle Street
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Proposed Counsel to the Debtors and Debtors in Possession